Financial Statements of

WTC INVESTMENTS LTD.

Year ended December 31, 2003

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AUDITORS' REPORT

To the Members of the Legislative Assembly, Province of Saskatchewan

We have audited the statement of financial position of WTC Investments Ltd. as at December 31, 2003 and the statements of operations and deficit and cash flows for the period from September 1, 2003 (commencement of operations) to December 31, 2003. These financial statements are the responsibility of the Corporation's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Corporation as at December 31, 2003 and the results of its operations and its cash flows for the period from September 1, 2003 (commencement of operations) to December 31, 2003 in accordance with Canadian generally accepted accounting principles.

KPMG LLP

Chartered Accountants

Saskatoon, Canada

February 3, 2004

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WTC Investments Ltd.
Statement of Financial Position
As at December 31

	2003
Assets	
Cash	$ 1,091,157
Accrued income	19,441
Investments *(Note 3)*	7,966,834
	$ 9,077,432
Liabilities and Shareholder's Deficiency	
Liabilities	
Accounts payable and accrued liabilities	$ 18,371
Due to Investment Saskatchewan Inc. *(Note 4)*	10,186,716
	10,205,087
Shareholder's Deficiency	
Share capital *(Note 5)*	100
Deficit	(1,127,755)
	(1,127,655)
	$ 9,077,432

Commitments *(Note 6)*

See accompanying notes to the financial statements

On behalf of the Board

Director

Director

WTC Investments Ltd.
Statement of Operations and Deficit
For the period from September 1, 2003 (commencement of operations) to December 31, 2003

	2003
Revenues	
Investments:	
Interest	$ 58,480
Administrative fees	4,285
	62,765
Expenses	
Management fees *(Note 7)*	98,083
Professional fees	35,353
	133,436
Net loss before the following	(70,671)
Reduction in carrying value of investments	(1,057,084)
Net loss for the period	**(1,127,755)**
Retained earnings, beginning of period	-
Deficit, end of period	**$ (1,127,755)**

See accompanying notes to the financial statements

WTC Investments Ltd.
Statement of Cash Flows
For the period from September 1, 2003 (commencement of operations) to December 31, 2003

	2003
Operating Activities	
Net loss for the period	$ (1,127,755)
Items not involving cash:	
Reduction in carrying value of investments	1,057,084
	(70,671)
Net change in non-cash working capital items *(Note 8)*	8,878
Cash used in operating activities	(61,793)
Investing Activities	
Repayment of debt investments	162,950
Acquisition of investments	(10,000)
Cash provided by investing activities	152,950
Financing activities	
Increase in due to Investment Saskatchewan Inc.	999,900
Issuance of share capital	100
Cash provided by financing activities	1,000,000
Net increase in cash	1,091,157
Cash position, beginning of period	-
Cash position, end of period	$ 1,091,157

See accompanying notes to the financial statements

WTC Investments Ltd.
Notes to the Financial Statements
For the period from September 1, 2003 (commencement of operations) to December 31, 2003

1. Status of the corporation

WTC Investments Ltd. ("WTC") was incorporated under The Business Corporations Act (Saskatchewan) on August 14, 2003 as a wholly-owned subsidiary of Investment Saskatchewan Inc. Investment Saskatchewan Inc. is a wholly-owned subsidiary of Crown Investments Corporation of Saskatchewan, a provincial Crown corporation. WTC is not subject to federal or provincial income taxes by virtue of this ownership.

WTC was established to hold cash and certain investments previously owned by Investment Saskatchewan Inc. WTC commenced commercial operations on September 1, 2003 with the transfer of investments from Investment Saskatchewan Inc. to WTC.

2. Significant accounting policies

The accompanying financial statements have been prepared by management in accordance with Canadian generally accepted accounting principles. The following are considered significant:

Measurement uncertainty

The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make certain estimates and assumptions that affect the reported amount of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may vary from the current estimates. These estimates are reviewed quarterly and, as adjustments become necessary, they are reported in the Statement of Operations and Deficit in the period in which they become known.

Investments

Investments include debt investments in private and public companies, and share investments in private and public companies. Income from debt investments is accrued. Dividends are recorded as income when receivable.

Debt ("loans") and share ("shares") investments that are evaluated as possibly being subject to a loss in value are assessed quarterly based on appropriate criteria, including past operating results of the investee, financial outlook of the investee, fair value of the underlying security, the overall credit quality of the borrower, recent capital transactions, and their associated value, between the investee and arm's length parties, and liquidity or going concern problems of the investee.

Loans are carried at cost, net of reductions in carrying value. Reductions in carrying value may be established on impaired loans. A loan is considered impaired if, as a result of deterioration in credit quality, there is no longer reasonable assurance of the timely collection of the full amount of outstanding principal and interest. A loan on which payments are in arrears for 90 days or more is usually classified as impaired. A specific reduction in carrying value is established on impaired loans to reduce their carrying value to the estimated fair value of the underlying security. If the credit quality of the loan subsequently improves, the reduction is reduced or reversed. Recognition of interest income ceases on impaired loans with specific reductions in carrying value.

Shares are carried at the lower of cost and, where a loss in the value of a specific share that is other than temporary has occurred, net realizable value. When a decline in the value of a share investment is no longer considered temporary, the investment is written down and carried at the written down value until disposal of the share investment.

3. Investments

On September 1, 2003, Investment Saskatchewan Inc. transferred a portion of its investment portfolio to WTC at net book value. Also, in September 2003 Investment Saskatchewan Inc. transferred $1 million of cash to WTC to fund additional investments and ongoing operations. Details of the assets transferred and consideration exchanged are as follows:

Assets transferred:	
Investments	$ 9,176,868
Accounts receivable and accrued income	9,948
Cash	1,000,000
Total assets transferred	$ 10,186,816
Consideration exchanged:	
Due to Investment Saskatchewan Inc. (see Note 4)	$ 10,186,716
Share capital (see Note 5)	100
Total consideration exchanged	$ 10,186,816

At December 31 investments are comprised of the following:

	2003
Debt instruments	$ 3,305,392
Share instruments	4,661,442
	$ 7,966,834

During the period, investment activity was as follows:

	2003
Balance – beginning of period	$ -
Net book value of investments transferred	9,176,868
New investments	10,000
Debt investments repaid	(162,950)
Reduction in carrying value of investments	(1,057,084)
	$ 7,966,834

Included in debt investments is $3,414,105 of impaired investments upon which income is not accrued. The total impairment allowance recorded against these investments is $1,794,305, resulting in a carrying value of $1,619,800 for impaired debt investments.

Included in the reduction in carrying value of investments is an impairment allowance of $233,621 related to debt investments and $823,463 related to a decline in the value of share investments which is considered to be other than temporary.

Debt investments bear interest at rates ranging from 6.5% to 14% and have maturity dates ranging from 2004 to 2015. Total non-impaired debt investments maturing within one year are $438,472.

4. Due to Investment Saskatchewan Inc.

The amounts due to Investment Saskatchewan Inc. are non-interest bearing and have no fixed repayment terms.

5. Share capital

Authorized:

Unlimited Class A voting shares
Unlimited Class B voting shares
Unlimited Class C non-voting shares
Unlimited Class D non-voting shares
Unlimited Class E non-voting, redeemable, retractable shares
Unlimited Class F non-voting, redeemable, retractable shares

Issued:

100 Class A shares.

6. Commitments

Certain investments are experiencing financial difficulty and additional funds will be advanced to these investees by WTC to continue essential operations while the difficulties are worked through. At this time it is not known with certainty the amount or timing of any future advances.

In addition, management fees, pursuant to Note 7, are payable monthly to Westcap.

7. Management fees

Under an Investment Advisory Services Agreement ("Agreement"), WTC has retained Westcap Mgt. Ltd. ("Westcap") as its exclusive manager to provide investment advisory services in respect of the assets of WTC. Westcap is paid a monthly base management fee of $22,917 plus GST.

In certain circumstances, Westcap is also entitled to a profit share based upon all cash proceeds in excess of the net book value of an investment from the inception of the Agreement, not including interest, dividend or other income arising from an investment. Annually, WTC will pay to Westcap a portion of the profit share arising from the divestiture, repayment, or liquidation of specific investments completed in the year. The remaining profit share will be held by WTC and paid to Westcap upon completion of the term of the Agreement.

The Agreement expires on the earlier of the date upon which all investments of WTC have been divested of, repaid or otherwise liquidated or written off, and September 1, 2006, with a provision for WTC to extend the Agreement for an additional two year term.

Westcap does not guarantee the financial performance of WTC.

8. Net change in non-cash working capital items

	2003
Accrued income	$ (9,493)
Accounts payable and accrued liabilities	18,371
	$ 8,878

9. Financial Instruments

WTC holds investments predominately in new and expanding Saskatchewan businesses. This investment activity entails exposure to market risk, credit risk, interest rate risk and liquidity risk. These risk factors may impact upon WTC's ability to repay its amounts due to Investment Saskatchewan Inc.

Market Risk

Market risk is the risk that the fair value of an investment may be affected by the ability of an investee company to profitably distribute its products. Some of the companies in which WTC invests are dependent upon a single product or industry. WTC manages this risk through careful due diligence prior to committing funds to the investment and by diversifying its investments across various industry sectors.

Credit Risk

Credit risk is the risk that an investee will fail to perform its obligations. Concentration of credit exposure may arise given that WTC holds a majority of its investments in businesses operating in Saskatchewan and therefore predominately all investments are subject to a similar general economic environment. The ability of investees to meet contractual obligations may be affected by changing economic, political or other conditions. WTC conducts thorough due diligence prior to committing funds to an investment and actively monitors the financial health of its investees on an on-going basis. In addition, some investees operate in and export to other provinces or international markets thereby mitigating this risk.

Interest Rate Risk

Interest rate risk is the risk that WTC's earnings will be affected by fluctuations in interest rates. WTC manages this risk by, on the majority of its debt investments, contractually incorporating interest rates that are based upon the current prime rate and/or are subject to a minimum interest rate.

Liquidity Risk

Liquidity risk is the risk that difficulty will be encountered in liquidating its investments within a reasonable period. Due to the nature of some of WTC's investments, the timing of cash flows from its investments is not predictable.

Fair Value

There is no active secondary market for many of the entities in which WTC invests, and the uncertainty and potentially broad range of outcomes pertaining to the future cash flows from these investments renders the calculation of a fair value with appropriate reliability impractical. The factors that affect the fair value are described above.

The Due to Investment Saskatchewan Inc. is a non-interest bearing liability without a specified maturity date. As there is no planned settlement date, WTC is unable to determine the fair value of this financial instrument with sufficient reliability.

The fair value of WTC's cash, accrued income, and accounts payable and accrued liabilities approximates their carrying value due to the short-term nature of the items.

10. Related party transactions

All transactions with related parties are disclosed separately in these financial statements and notes thereto. Crown Investments Corporation of Saskatchewan provides services to WTC without charge.

11. Comparative figures

WTC commenced operations on September 1, 2003. Therefore, comparative figures are not available.